

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
TEHUM CARE SERVICES, INC., ¹	§	
	§	Case No. 23-90086 (CML)
Debtor.	§	
	§	
	§	

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF GILBERT LLP AS SPECIAL INSURANCE COUNSEL FOR THE
OFFICIAL TORT CLAIMANTS' COMMITTEE *NUNC PRO TUNC* TO JULY 18, 2024**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this application was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this application was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

The Official Tort Claimants' Committee (the "TCC") respectfully submits this application (the "Application") for the entry of an order authorizing the retention of the law firm of Gilbert LLP ("Gilbert") as special insurance counsel to the TCC, pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas ("BLR"), and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas (effective June 10, 2019). In support of the Application, the TCC submits the joint declarations of Paris Morgan and Nathan Alvarez, each a Co-Chair of the TCC **Exhibit A** (the

¹ The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

“Co-Chair Declarations”), and the declaration of Kami E. Quinn annexed hereto as Exhibit B (the “Quinn Declaration”), and respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested are Bankruptcy Code Sections 328(a) and 1103(a) and Bankruptcy Rule 2014(a).

BACKGROUND

3. On February 13, 2023 (the “Petition Date”), the Debtor filed a voluntary petition for relief under the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”). Since the Petition Date, the Debtor has continued to operate and manage its business as debtor-in-possession pursuant to Bankruptcy Code Sections 1107(a) and 1108.

4. On November 20, 2023, the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) formed the TCC in this Chapter 11 case appointing the following parties as members of the TCC: (i) Aanda Slocum; (ii) Elizabeth Frederick; (iii) Henry Snook; (iv) LaTonda Smith; (v) Nathan Alvarez; and (vi) Paris Morgan. *See* Notice of Appointment of Committee of Tort Claimants [Dkt. No. 1127].

5. On July 18, 2024, the TCC selected Gilbert as its proposed special insurance counsel, subject to the Court’s approval.

RELIEF REQUESTED

6. By this Application, the TCC seeks to employ and retain Gilbert as its special insurance counsel, as of July 18, 2024 (the “Retention Date”). Accordingly, the TCC respectfully

requests the entry of an order pursuant to Bankruptcy Code Sections 328(a) and 1103(a) and Bankruptcy Rule 2014(a), authorizing the TCC to employ and retain Gilbert to perform legal services as special insurance counsel that will be necessary during this Chapter 11 case on the terms and conditions set forth herein and in the Quinn Declaration, including, *inter alia*, that Gilbert will be compensated in accordance with the hourly rates agreed upon between Gilbert and the TCC, and be reimbursed for expenses in accordance with Gilbert's normal reimbursement policies.

BASIS FOR RELIEF

7. The TCC selected Gilbert as special insurance counsel because of its extensive experience and knowledge of complex insurance coverage issues, in particular experience and expertise regarding preservation, evaluation, and maximization of coverage in the context of section 524(g) and other mass-tort bankruptcy proceedings. The potential availability of insurance is an important issue in a mass-tort bankruptcy case, and such insurance may provide a significant source of funding for a trust in these proceedings. The TCC believes Gilbert is well qualified to represent the TCC in this case. For example, and as more fully described in the Quinn Declaration, Gilbert represents or has represented debtors, chapter 7 trustees, official creditors' committees appointed by the U.S. Trustee, and future claimants' representatives in bankruptcies filed in Delaware, New York, Ohio, North Carolina, Pennsylvania, Tennessee, Washington, and other jurisdictions in many complex and prominent Chapter 11 bankruptcy cases over the recent years, including cases that arose from divisive mergers and bankruptcies solely intended to benefit non-debtor affiliates.

8. Gilbert currently serves as special insurance counsel in various bankruptcy cases, including both the committee and the future claimants' representative in the Imerys Talc America bankruptcy; the committee of asbestos personal injury claimants in the Aldrich Pump LLC, *et al.*,

bankruptcy; Charles M. Forman, chapter 7 trustee in the National Service Industries, Inc. bankruptcy; both the committee and the future claimants' representative in the Endo International, plc bankruptcy; both the committee and the future claimants' representative in the Kidde-Fenwal, Inc. bankruptcy; and both the committee and the future claimants' representative in the Whittaker, Clark & Daniels, Inc., *et al.*, bankruptcy.

9. Gilbert has previously served as special insurance counsel to the committees and/or future claimants' representatives in various Chapter 11 reorganizations with confirmed Chapter 11 plans, including, but not limited to: Babcock & Wilcox Company; Burns & Roe Enterprises, Inc.; Plibrico Company; Christy Refractories Company, LLC; Geo V. Hamilton; Rapid-American; Duro Dyne; and ON Marine Services LLC.

10. Gilbert currently serves or has served as insurance counsel for various trusts which were created for the benefit of mass tort claimants pursuant to the plans of reorganization confirmed in Chapter 11 bankruptcies.

SERVICES TO BE RENDERED

11. Subject to the direction of the TCC and further order of this Court, the professional services to be rendered by Gilbert to the TCC will include the following:

- a. Analyzing all insurance policies under which the Debtor may have rights and providing strategic advice to the TCC on steps to be taken to preserve and maximize insurance coverage;
- b. Attending meetings and negotiating with representatives of the Debtor, their nonbankrupt affiliates, their insurance carriers, and other parties in interest in this Chapter 11 case related to the preservation of insurance coverage and resolution of disputed insurance coverage;
- c. Assisting the TCC with any insurance-related matters arising in connection with the formulation of a plan of reorganization and funding any trust for the payment of personal injury claims established under a plan of reorganization; and

- d. Performing such other insurance-related tasks as may be necessary during the course of this Chapter 11 case.

12. The TCC believes that it is necessary to employ special insurance counsel to render the professional services to the TCC as described above so that the TCC may properly fulfill its duties under the Bankruptcy Code. Further, the TCC believes that Gilbert is well qualified to handle the legal work required due to the nature of the tort claims in this Chapter 11 case. The TCC understands that Gilbert intends to work closely with the TCC's other professionals, including Berry Riddell and Brown Rudnick, to ensure that there is no unnecessary duplication of services.

GILBERT'S DISINTERESTEDNESS

13. To the best of the TCC's knowledge, and as detailed herein and in the Quinn Declaration: (a) Gilbert is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code; (b) Gilbert does not represent any person or entity having an interest adverse to the TCC in connection with this Chapter 11 case; (c) Gilbert does not hold or represent an interest adverse to the interests of the Debtor's estate with respect to matters on which Gilbert is employed; and (d) Gilbert has no connection to the Debtor, its creditors, or any other party in interest except as disclosed in the paragraphs above and the Quinn Declaration. Gilbert will supplement the Quinn Declaration if and when it is necessary to disclose any further relationships that require disclosure in this bankruptcy case. Aside from insurance-related bankruptcy and trust matters, Gilbert has represented, and continues to represent, numerous entities on insurance issues arising from talc, asbestos, other tort and non-tort matters, including in litigation, and will continue to do so. Gilbert also provides general strategic advice to tort defendants concerning, among other things, their mass-tort liabilities.

PROFESSIONAL COMPENSATION

14. Subject to Court approval, and in accordance with Bankruptcy Code Section 330(a) and the U.S. Trustee's *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Fee Guidelines"), and any orders establishing fee procedures for professionals which may be entered in this Chapter 11 case, and as set forth in the Quinn Declaration, the TCC proposes to compensate Gilbert on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Gilbert according to its customary reimbursement policies. It is anticipated that the primary attorneys who will represent the TCC are Craig Litherland, whose hourly rate is \$1,625; Kami E. Quinn, whose hourly rate is \$1,525; Lelia Parker, whose hourly rate is \$680; and December Huddleston, whose hourly rate is \$540. It is anticipated that other Gilbert attorneys or paraprofessionals will provide legal services on behalf of the TCC. Gilbert's hourly rates range from \$925 to \$1,625 per hour for partners, \$350 to \$1,500 per hour for non-partner attorneys, and \$235 to \$550 per hour for paraprofessionals. The hourly rates set forth above are Gilbert's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Gilbert for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Gilbert has informed the TCC that its hourly rates are subject to periodic adjustment in accordance with Gilbert's established billing practices and procedures.

15. Other than as disclosed in the prior paragraph, Gilbert shall file a supplemental declaration with this Court and give not less than ten (10) business days' notice to the Debtor, the U.S. Trustee, and the TCC prior to any increases in the rates set forth herein or in the Quinn Declaration. The supplemental declaration shall explain the basis for the requested rate increases

in accordance with Bankruptcy Code Section 330(a)(3)(F) and state whether the TCC has consented to the rate increase.

16. In addition to the hourly rates set forth above, it is Gilbert's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The expenses charged to clients include, but are not limited to, major photocopying charges, courier and overnight delivery charges, travel-related charges (including mileage, parking, air or train fare, lodging, meals, and ground transportation), filing fees, and any third-party costs incurred related to a representation. Gilbert does not write up expenses for a profit. The TCC has been assured that Gilbert will charge the TCC for these expenses at rates consistent with charges made to other Gilbert clients, and subject to the Local Rules, including the BLR, orders of this Court, and the guidelines of the U.S. Trustee.

17. Gilbert will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services provided to the TCC as described above, in accordance with applicable rules and guidelines.

18. Pursuant to Bankruptcy Code Section 328(a), the TCC may retain counsel pursuant to reasonable terms and conditions. The TCC believes that the hourly rates and expense policies of Gilbert, which are applied to other Gilbert clients, all as specifically described above, constitute fair and reasonable terms and conditions for the retention by the TCC of Gilbert as counsel in accordance with Bankruptcy Code Section 328(a).

19. Gilbert has not agreed to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.

20. None of Gilbert's professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case.

21. Gilbert has not represented the TCC in the twelve months preceding the Petition Date.

22. Gilbert will seek compensation and reimbursement of expenses for services provided on behalf of the TCC consistent with all interim compensation procedures approved by the Court.

23. The TCC requests that Gilbert be allowed compensation for its services and reimbursement for its expenses in accordance with Bankruptcy Code Sections 330 and 331 and Bankruptcy Rule 2016 upon submission of appropriate applications therefor in compliance with all applicable orders, rules, and guidelines, subject to the review and approval of this Court.

WHEREFORE, the TCC respectfully requests that the Court enter the proposed order annexed hereto as **Exhibit C** authorizing and approving the employment and retention of Gilbert as special insurance counsel to the TCC, and grant the TCC such other and further relief as the Court deems just and proper.

Dated: July 18, 2024
Washington, D.C.

Respectfully submitted,

**THE OFFICIAL TORT CLAIMANTS'
COMMITTEE**

By: /s/ Paris Morgan
Paris Morgan, in her capacity as the Co-Chair of
the Official Tort Claimants' Committee

By: /s/ Nathan Alvarez
Nathan Alvarez, in his capacity as the Co-Chair of
the Official Tort Claimants' Committee

EXHIBIT A

Co-Chair Declarations

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

TEHUM CARE SERVICES, INC.¹

Debtor.

Chapter 11

Case No. 23-90086 (CML)

**DECLARATION OF PARIS MORGAN IN SUPPORT OF APPLICATION FOR ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF GILBERT LLP AS
SPECIAL INSURANCE COUNSEL FOR THE OFFICIAL TORT CLAIMANTS'
COMMITTEE NUNC PRO TUNC TO JULY 18, 2024**

I, Paris Morgan, declare under the penalty of perjury:

1. I am Co-Chair of the TCC of Tort Claimants (the "TCC").
2. I submit this declaration (the "Morgan Declaration") in support of the *Application for Entry of an Order Authorizing the Employment and Retention of Gilbert LLP as Special Insurance Counsel for the Official Tort Claimants' Committee Nunc Pro Tunc to July 18, 2024*.
3. On November 20, 2023, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee") formed the TCC in this chapter 11 case appointing the following parties as members of the TCC: (i) Aanda Slocum; (ii) Elizabeth Frederick; (iii) Henry Snook; (iv) LaTonda Smith; (v) Nathan Alvarez; and (vi) Paris Morgan. See *Notice of Appointment of TCC of Tort Claimants* [Docket No. 1127].

¹ The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

4. On July 18, 2024, the TCC selected Gilbert LLP (“Gilbert”) as special insurance counsel, subject to the Court’s approval. In selecting Gilbert as its special insurance counsel, the TCC considered its expertise in the relevant legal issues and experience in similar proceedings.

5. I believe that the TCC selected Gilbert for its significant experience in resolving issues for tort claimant committees related to insurance in bankruptcy, including its successful representation of tort claimants or future claimants’ representatives in some of the most complex mass tort bankruptcies in recent history. I understand that professionals at Gilbert have substantial experience in bankruptcy cases involving asbestos, medical devices, environmental liabilities, pediatric dental services, talc, and other mass-tort insurance issues, and have participated in numerous proceedings before various bankruptcy courts. I understand that Gilbert represents or has represented debtors, chapter 7 trustees, official creditors’ committees, and future claimants’ representatives in bankruptcies filed in Texas, Delaware, New York, Ohio, Pennsylvania, Michigan, Tennessee, Washington, and other jurisdictions. As I understand it, this bankruptcy case will shortly transition into a plan confirmation phase and I understand the TCC believes that experienced and well regarded special insurance counsel is necessary for finalizing any Chapter 11 plan as well as successfully maximizing value for tort claimants.

6. I believe that Gilbert has become familiar with the TCC, the TCC’s goals, the Debtor, and many of the potential insurance legal issues that may arise in the context of this chapter 11 case. I believe that for this reason, as well as Gilbert’s extensive insurance experience and expertise, Gilbert is well qualified to represent the TCC as its special insurance counsel in connection with this chapter 11 case.

7. Counsel for the TCC has communicated with Gilbert regarding the firm’s proposed rates and terms of engagement for the TCC. Gilbert has informed the TCC that its rates for

bankruptcy representations are comparable to the rates Gilbert charges for nonbankruptcy representations.

8. The TCC recognizes that it is its responsibility to closely monitor the billing practices of its counsel to ensure the fees and expenses paid by the estates remain consistent with the TCC's expectations and the exigencies of the chapter 11 case.

9. The TCC will review all applications for compensation submitted by Gilbert to ensure that Gilbert's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the TCC's other professionals.

10. The TCC will bring discipline, predictability and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 23rd 2024

By: /s/ Paris Morgan
Paris Morgan in her capacity as Co-Chair of
the Official Tort Claimants' Committee.

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

TEHUM CARE SERVICES, INC.²

Debtor.

Chapter 11

Case No. 23-90086 (CML)

**DECLARATION OF NATHAN ALVAREZ IN SUPPORT OF APPLICATION FOR
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GILBERT LLP
AS SPECIAL INSURANCE COUNSEL FOR THE OFFICIAL TORT CLAIMANTS'
COMMITTEE NUNC PRO TUNC TO JULY 18, 2024**

I, Nathan Alvarez, declare under the penalty of perjury:

1. I am Co-Chair of the TCC of Tort Claimants (the "TCC").
2. I submit this declaration (the "Alvarez Declaration") in support of the *Application for Entry of an Order Authorizing the Employment and Retention of Gilbert LLP as Special Insurance Counsel for the Official Tort Claimants' Committee Nunc Pro Tunc to July 18, 2024*.
3. On November 20, 2023, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee") formed the TCC in this chapter 11 case appointing the following parties as members of the TCC: (i) Aanda Slocum; (ii) Elizabeth Frederick; (iii) Henry Snook; (iv) LaTonda Smith; (v) Nathan Alvarez; and (vi) Paris Morgan. See *Notice of Appointment of TCC of Tort Claimants* [Docket No. 1127].

² The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

4. On July 18, 2024, the TCC selected Gilbert LLP (“Gilbert”) as special insurance counsel, subject to the Court’s approval. In selecting Gilbert as its special insurance counsel, the TCC considered its expertise in the relevant legal issues and experience in similar proceedings.

5. I believe that the TCC selected Gilbert for its significant experience in resolving issues for tort claimant committees related to insurance in bankruptcy, including its successful representation of tort claimants or future claimants’ representatives in some of the most complex mass tort bankruptcies in recent history. I understand that professionals at Gilbert have substantial experience in bankruptcy cases involving asbestos, medical devices, environmental liabilities, pediatric dental services, talc, and other mass-tort insurance issues, and have participated in numerous proceedings before various bankruptcy courts. I understand that Gilbert represents or has represented debtors, chapter 7 trustees, official creditors’ committees, and future claimants’ representatives in bankruptcies filed in Texas, Delaware, New York, Ohio, Pennsylvania, Michigan, Tennessee, Washington, and other jurisdictions. As I understand it, this bankruptcy case will shortly transition into a plan confirmation phase and I understand the TCC believes that experienced and well regarded special insurance counsel is necessary for finalizing any Chapter 11 plan as well as successfully maximizing value for tort claimants.

6. I believe that Gilbert has become familiar with the TCC, the TCC’s goals, the Debtor, and many of the potential insurance legal issues that may arise in the context of this chapter 11 case. I believe that for this reason, as well as Gilbert’s extensive insurance experience and expertise, Gilbert is well qualified to represent the TCC as its special insurance counsel in connection with this chapter 11 case.

7. Counsel for the TCC has communicated with Gilbert regarding the firm’s proposed rates and terms of engagement for the TCC. Gilbert has informed the TCC that its rates for

bankruptcy representations are comparable to the rates Gilbert charges for nonbankruptcy representations.

8. The TCC recognizes that it is its responsibility to closely monitor the billing practices of its counsel to ensure the fees and expenses paid by the estates remain consistent with the TCC's expectations and the exigencies of the chapter 11 case.

9. The TCC will review all applications for compensation submitted by Gilbert to ensure that Gilbert's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the TCC's other professionals.

10. The TCC will bring discipline, predictability and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 23rd 2024

By: /s/ Nathan Alvarez
Nathan Alvarez in his capacity as Co-Chair
of the Official Tort Claimants' Committee.

EXHIBIT B

Kami E. Quinn Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
TEHUM CARE SERVICES, INC., ¹	§	
	§	Case No. 23-90086 (CML)
Debtor.	§	
	§	
	§	

**DECLARATION OF KAMI E. QUINN, ESQ. IN SUPPORT OF APPLICATION FOR
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GILBERT LLP
AS SPECIAL INSURANCE COUNSEL FOR THE OFFICIAL TORT CLAIMANTS'
COMMITTEE NUNC PRO TUNC TO JULY 18, 2024**

I, KAMI E. QUINN, declare under the penalty of perjury:

1. I am a member in good standing of the Bars of the District of Columbia, the Commonwealth of Virginia, and the Third Circuit Court of Appeals, and am a partner and member of the law firm of Gilbert LLP ("Gilbert"), located at 700 Pennsylvania Avenue S.E., Suite 400, Washington, D.C. 20003. I submit this declaration on behalf of Gilbert pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") in connection with the application (the "Application") by the Official Tort Claimants' Committee ("TCC") for the entry of an order authorizing the retention of Gilbert as special insurance counsel to the TCC. Unless otherwise stated, I have personal knowledge of the facts hereinafter set forth.

2. Gilbert serves as special insurance counsel in various bankruptcy cases, including:
- a. both the committee and the future claimants' representative in the Imerys Talc America, Inc., *et al.*, bankruptcy;
 - b. the future claimants' representative in the Boy Scouts of America and Delaware BSA, LLC bankruptcy;

¹ The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

- c. the committee of asbestos personal injury claimants in the Aldrich Pump LLC, *et al.*, bankruptcy;
- d. the Chapter 7 Trustee, Charles M. Forman, in the National Service Industries, Inc. bankruptcy;
- e. both the committee and the future claimants' representative in the Endo International plc, *et al.*, bankruptcy;
- f. the committee in the Kidde Fenwal, Inc. bankruptcy; and
- g. both the committee and the future claimants' representative in the Whittaker, Clark & Daniels, *et al.*, bankruptcy.

3. Gilbert has previously served as special insurance counsel to the committees and/or future claimants' representatives in various Chapter 11 reorganizations with confirmed Chapter 11 plans, including, but not limited to: Babcock & Wilcox Company; Burns & Roe Enterprises, Inc.; Plibrico Company; Christy Refractories Company, LLC; Geo V. Hamilton; Rapid-American; Duro Dyne; and ON Marine Services LLC.

4. Gilbert currently serves or has served as insurance counsel for various trusts which were created for the benefit of mass tort claimants pursuant to the plans of reorganization confirmed in Chapter 11 bankruptcies.

5. Aside from insurance-related bankruptcy and trust matters, Gilbert has represented, and continues to represent, numerous entities on insurance issues arising from other tort, and non-tort matters, including in litigation, and will continue to do so. The firm does not and will not represent any claimant against the Debtor or any non-debtor related parties.

6. Gilbert is occasionally retained by law firms or other clients in an expert or consulting capacity. None of these engagements relate to the Debtor, but they may relate to insurance for tort-related claims. The firm may continue to provide consulting services to such clients in the future.

7. The TCC has selected Gilbert as special insurance counsel to provide services with respect to the preservation, evaluation, and maximization of insurance coverage.

GILBERT'S COMPENSATION

8. Gilbert has been asked to serve as special insurance counsel to the TCC appointed by the United States Trustee for the Southern District of Texas (the "U.S. Trustee") in the above-captioned Chapter 11 case filed by Tehum Care Services, Inc. as a debtor-in-possession (the "Debtor").

9. The TCC proposes to compensate Gilbert on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Gilbert according to its customary reimbursement policies. The following standard hourly rates for Gilbert attorneys and paraprofessionals are currently in effect, but are subject to periodic adjustments: Gilbert's hourly rates range from \$925 to \$1,625 per hour for partners, \$350 to \$1,500 per hour for non-partner attorneys, and \$235 to \$550 per hour for paraprofessionals. The hourly rates set forth above are Gilbert's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Gilbert for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

10. Other than as disclosed in the prior paragraph, Gilbert shall file a supplemental declaration with this Court, and give not less than ten (10) business days' notice to the Debtor, the U.S. Trustee, and the TCC prior to any increases in the rates set forth herein or in the Quinn Declaration. The supplemental declaration shall explain the basis for the requested rate increases in accordance with Bankruptcy Code Section 330(a)(3)(F), and state whether the TCC has consented to the rate increase.

11. In addition to the hourly rates set forth above, it is Gilbert's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The

expenses charged to clients include, but are not limited to, major photocopying charges, courier and overnight delivery charges, travel-related charges (including mileage, parking, air or train fare, lodging, meals, and ground transportation), filing fees, and any third-party costs incurred related to a representation. Gilbert does not write up expenses for a profit. The TCC has been assured that Gilbert will charge the TCC for these expenses at rates consistent with charges made to other Gilbert clients, and subject to the Local Rules, including the BLR, orders of this Court, and the guidelines of the U.S. Trustee.

12. Gilbert will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services provided to the TCC as described above, in accordance with applicable rules and guidelines.

13. Additionally, from time-to-time Gilbert may utilize the services of its wholly owned legal technology subsidiary, Tesseract Data Services ("TDS"), in connection with its services to the TCC. TDS offers a full range of the highest caliber legal technology and advisory services. TDS's services include electronic data storage and other eDiscovery-related services.

14. Any services provided by TDS in these Chapter 11 cases will be at the direction of Gilbert and with approval by the TCC.

15. The charges by TDS would be billed as a cost and invoiced at TDS's normal rates, rates that I believe are competitive with the rates as would be charged by other vendors for similar services.

16. As a wholly owned subsidiary of Gilbert, any TDS conflict check would be subsumed under Gilbert's conflict check.

17. Gilbert intends to apply for compensation for professional services rendered and for reimbursement of expenses incurred in accordance with applicable provisions of title 11 of the

United States Code (the “Bankruptcy Code”), the Bankruptcy Rules, the BLR, orders of this Court, and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*.

18. Gilbert will seek compensation and reimbursement of expenses for legal services performed on behalf of the TCC consistent with any interim compensation procedures approved by this Court.

19. Except as described below, neither Gilbert, any member of Gilbert, nor any professional or attorney associated with or employed by Gilbert has received a promise as to payment or compensation in connection with the Debtor’s Chapter 11 case. Gilbert does not have any agreement with any other entity to share with any such entity any compensation received by Gilbert.

GILBERT’S CONNECTIONS IN THIS CASE

20. In connection with its proposed retention by the TCC in this Chapter 11 case, Gilbert’s conflicts department, under the supervision of Gilbert attorneys involved in representing the TCC, has undertaken the procedures described below to determine whether there exists any conflict or other relationship that might cause Gilbert not to be a “disinterested person” as defined in section 101(14) of the Bankruptcy Code, and whether Gilbert represents any person or entity having an adverse interest in connection with the case.

21. Gilbert maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of Gilbert to make and maintain these records. The conflict system maintained by Gilbert is designed to include (a) every active matter on which Gilbert is retained; (b) every closed matter on which Gilbert has been engaged since 2001; (c) the entity by which it is now or has been engaged; (d) the identity of related parties; (e) the identity of adverse parties; and (f) the attorney at Gilbert who is knowledgeable about the matter. It is

Gilbert's policy that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, the database is updated for every new matter undertaken by Gilbert. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

22. Gilbert's conflicts department has searched, under the direction of Gilbert attorneys involved in representing the TCC, its electronic database for connections to the entities listed on **Schedule 1** attached hereto (collectively, the "**Case Parties**"). To the best of my knowledge, the Case Parties list has been used by Debtor's counsel and other professionals in this case for conflicts purposes.

23. To ascertain Gilbert's "connections", as that term is used in Federal Rules of Bankruptcy Procedure 2014, with the TCC, the Debtors and other parties-in-interest, certain of my colleagues and I reviewed the list of parties in interest and counsel that is attached hereto as **Schedule 1**. The Case Parties include: (a) the Debtor and the Debtor's bankruptcy professionals; (b) Yes/Care/CHS and Professionals; (c) Non-Debtor Related Parties; (d) Proposed DIP Lender and Counsel; (e) Bankruptcy Judges, Staff and Clerk for the Southern District of Texas; (f) the U.S. Trustee office for the Southern District of Texas; (g) Current and Former D&O; (h) Top 30 Unsecured Creditors/UCC and Counsel; (i) Governmental Agencies; (j) Insurance Parties; (k) Litigation and Notice Parties; (l) Vendors; and (m) the TCC and Professionals. Gilbert also conducted an electronic search of its conflicts database of the parties identified on **Appendix A**.

24. Gilbert has reviewed all current and former clients for the last five (5) years. In verifying the connections disclosed below, I have relied upon the professionals of Gilbert and the

investigation they have undertaken to compile the information upon which such disclosures are based.

25. Gilbert has been both aligned with and adverse to various professionals involved in this case in cases that are unrelated to this Chapter 11 case.

26. One of my partners, Craig Litherland, was a partner at the former law firm of Sheinfeld, Maley & Kay, P.C. in Houston, Texas. He worked with Millie Aponte Sall, the Assistant U.S. Trustee for the Southern District of Texas. Mr. Litherland and Ms. Sall have not worked together since 2001.

27. Other than as set forth above, to the best of my knowledge and information after due inquiry, neither Gilbert nor any of its attorneys has any other interest or connection with the Debtors, their creditors, the United States Trustee or any person employed in that Office, the Judges for the United States Bankruptcy Court for the Southern District of Texas, or any other known party-in-interest. It is possible that Gilbert will represent in the future, in matters unrelated to this bankruptcy case, entities that are or will become parties in interest herein.

28. The information listed on Schedule 1 may have changed without my knowledge, and may change during the pendency of this Chapter 11 case. Should such information change, Gilbert will promptly review its files against any updated parties list received from the Debtor. Gilbert will update this Declaration, as described below, should Gilbert become aware of new material information during the pendency of this Chapter 11 case pursuant to the procedures described herein. To the extent any new relevant facts or relationships are discovered or arise in the course of such review, Gilbert will promptly make an additional disclosure to the Court as required by Bankruptcy Rule 2014(a).

29. Gilbert does not currently employ or intend to employ contract attorneys in this Chapter 11 case.

30. Approval of the proposed engagement of Gilbert is not prohibited by Bankruptcy Rule 5002. I am not related, and to the best of my knowledge, no attorney at Gilbert is related, to the United States Bankruptcy Judge assigned to this Chapter 11 case, or to the UST for the Southern District of Texas.

31. To the extent that issues arise that would cause the TCC to be adverse to any of Gilbert clients such that it would not be appropriate for Gilbert to represent the TCC with respect to any insurance-related matters, the TCC will request that this Court allow the TCC to seek approval to employ and retain other insurance coverage counsel.

32. Notwithstanding the above, I believe that Gilbert is a disinterested person, and does not hold or represent an interest adverse to the Debtor's estates with respect to the matters for which Gilbert is to be employed, as required by Bankruptcy Code Section 328(c).

Based upon the foregoing, I declare under the penalty of perjury that the foregoing is true and correct.

Dated: July 18, 2024
Washington, D.C.

Respectfully submitted,

By: /s/ Kami E. Quinn

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	
	§	Chapter 11
TEHUM CARE SERVICES, INC., ¹	§	
	§	Case No. 23-90086 (CML)
Debtor.	§	
	§	
	§	

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF GILBERT LLP AS SPECIAL INSURANCE COUNSEL FOR THE
OFFICIAL TORT CLAIMANTS' COMMITTEE *NUNC PRO TUNC* TO JULY 18, 2024**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this application was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this application was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

The Official Tort Claimants' Committee (the "TCC") respectfully submits this application (the "Application") for the entry of an order authorizing the retention of the law firm of Gilbert LLP ("Gilbert") as special insurance counsel to the TCC, pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas ("BLR"), and the Procedures for Complex Chapter 11 Cases in the Southern District of Texas (effective June 10, 2019). In support of the Application, the TCC submits the joint declarations of Paris Morgan and Nathan Alvarez, each a Co-Chair of the TCC **Exhibit A** (the

¹ The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

“Co-Chair Declarations”), and the declaration of Kami E. Quinn annexed hereto as **Exhibit B** (the “Quinn Declaration”), and respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested are Bankruptcy Code Sections 328(a) and 1103(a) and Bankruptcy Rule 2014(a).

BACKGROUND

3. On February 13, 2023 (the “Petition Date”), the Debtor filed a voluntary petition for relief under the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”). Since the Petition Date, the Debtor has continued to operate and manage its business as debtor-in-possession pursuant to Bankruptcy Code Sections 1107(a) and 1108.

4. On November 20, 2023, the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) formed the TCC in this Chapter 11 case appointing the following parties as members of the TCC: (i) Aanda Slocum; (ii) Elizabeth Frederick; (iii) Henry Snook; (iv) LaTonda Smith; (v) Nathan Alvarez; and (vi) Paris Morgan. *See* Notice of Appointment of Committee of Tort Claimants [Dkt. No. 1127].

5. On July 18, 2024, the TCC selected Gilbert as its proposed special insurance counsel, subject to the Court’s approval.

RELIEF REQUESTED

6. By this Application, the TCC seeks to employ and retain Gilbert as its special insurance counsel, as of July 18, 2024 (the “Retention Date”). Accordingly, the TCC respectfully

requests the entry of an order pursuant to Bankruptcy Code Sections 328(a) and 1103(a) and Bankruptcy Rule 2014(a), authorizing the TCC to employ and retain Gilbert to perform legal services as special insurance counsel that will be necessary during this Chapter 11 case on the terms and conditions set forth herein and in the Quinn Declaration, including, *inter alia*, that Gilbert will be compensated in accordance with the hourly rates agreed upon between Gilbert and the TCC, and be reimbursed for expenses in accordance with Gilbert's normal reimbursement policies.

BASIS FOR RELIEF

7. The TCC selected Gilbert as special insurance counsel because of its extensive experience and knowledge of complex insurance coverage issues, in particular experience and expertise regarding preservation, evaluation, and maximization of coverage in the context of section 524(g) and other mass-tort bankruptcy proceedings. The potential availability of insurance is an important issue in a mass-tort bankruptcy case, and such insurance may provide a significant source of funding for a trust in these proceedings. The TCC believes Gilbert is well qualified to represent the TCC in this case. For example, and as more fully described in the Quinn Declaration, Gilbert represents or has represented debtors, chapter 7 trustees, official creditors' committees appointed by the U.S. Trustee, and future claimants' representatives in bankruptcies filed in Delaware, New York, Ohio, North Carolina, Pennsylvania, Tennessee, Washington, and other jurisdictions in many complex and prominent Chapter 11 bankruptcy cases over the recent years, including cases that arose from divisive mergers and bankruptcies solely intended to benefit non-debtor affiliates.

8. Gilbert currently serves as special insurance counsel in various bankruptcy cases, including both the committee and the future claimants' representative in the Imerys Talc America bankruptcy; the committee of asbestos personal injury claimants in the Aldrich Pump LLC, *et al.*,

bankruptcy; Charles M. Forman, chapter 7 trustee in the National Service Industries, Inc. bankruptcy; both the committee and the future claimants' representative in the Endo International, plc bankruptcy; both the committee and the future claimants' representative in the Kidde-Fenwal, Inc. bankruptcy; and both the committee and the future claimants' representative in the Whittaker, Clark & Daniels, Inc., *et al.*, bankruptcy.

9. Gilbert has previously served as special insurance counsel to the committees and/or future claimants' representatives in various Chapter 11 reorganizations with confirmed Chapter 11 plans, including, but not limited to: Babcock & Wilcox Company; Burns & Roe Enterprises, Inc.; Plibrico Company; Christy Refractories Company, LLC; Geo V. Hamilton; Rapid-American; Duro Dyne; and ON Marine Services LLC.

10. Gilbert currently serves or has served as insurance counsel for various trusts which were created for the benefit of mass tort claimants pursuant to the plans of reorganization confirmed in Chapter 11 bankruptcies.

SERVICES TO BE RENDERED

11. Subject to the direction of the TCC and further order of this Court, the professional services to be rendered by Gilbert to the TCC will include the following:

- a. Analyzing all insurance policies under which the Debtor may have rights and providing strategic advice to the TCC on steps to be taken to preserve and maximize insurance coverage;
- b. Attending meetings and negotiating with representatives of the Debtor, their nonbankrupt affiliates, their insurance carriers, and other parties in interest in this Chapter 11 case related to the preservation of insurance coverage and resolution of disputed insurance coverage;
- c. Assisting the TCC with any insurance-related matters arising in connection with the formulation of a plan of reorganization and funding any trust for the payment of personal injury claims established under a plan of reorganization; and

- d. Performing such other insurance-related tasks as may be necessary during the course of this Chapter 11 case.

12. The TCC believes that it is necessary to employ special insurance counsel to render the professional services to the TCC as described above so that the TCC may properly fulfill its duties under the Bankruptcy Code. Further, the TCC believes that Gilbert is well qualified to handle the legal work required due to the nature of the tort claims in this Chapter 11 case. The TCC understands that Gilbert intends to work closely with the TCC's other professionals, including Berry Riddell and Brown Rudnick, to ensure that there is no unnecessary duplication of services.

GILBERT'S DISINTERESTEDNESS

13. To the best of the TCC's knowledge, and as detailed herein and in the Quinn Declaration: (a) Gilbert is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code; (b) Gilbert does not represent any person or entity having an interest adverse to the TCC in connection with this Chapter 11 case; (c) Gilbert does not hold or represent an interest adverse to the interests of the Debtor's estate with respect to matters on which Gilbert is employed; and (d) Gilbert has no connection to the Debtor, its creditors, or any other party in interest except as disclosed in the paragraphs above and the Quinn Declaration. Gilbert will supplement the Quinn Declaration if and when it is necessary to disclose any further relationships that require disclosure in this bankruptcy case. Aside from insurance-related bankruptcy and trust matters, Gilbert has represented, and continues to represent, numerous entities on insurance issues arising from talc, asbestos, other tort and non-tort matters, including in litigation, and will continue to do so. Gilbert also provides general strategic advice to tort defendants concerning, among other things, their mass-tort liabilities.

PROFESSIONAL COMPENSATION

14. Subject to Court approval, and in accordance with Bankruptcy Code Section 330(a) and the U.S. Trustee's *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Fee Guidelines"), and any orders establishing fee procedures for professionals which may be entered in this Chapter 11 case, and as set forth in the Quinn Declaration, the TCC proposes to compensate Gilbert on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Gilbert according to its customary reimbursement policies. It is anticipated that the primary attorneys who will represent the TCC are Craig Litherland, whose hourly rate is \$1,625; Kami E. Quinn, whose hourly rate is \$1,525; Lelia Parker, whose hourly rate is \$680; and December Huddleston, whose hourly rate is \$540. It is anticipated that other Gilbert attorneys or paraprofessionals will provide legal services on behalf of the TCC. Gilbert's hourly rates range from \$925 to \$1,625 per hour for partners, \$350 to \$1,500 per hour for non-partner attorneys, and \$235 to \$550 per hour for paraprofessionals. The hourly rates set forth above are Gilbert's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Gilbert for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Gilbert has informed the TCC that its hourly rates are subject to periodic adjustment in accordance with Gilbert's established billing practices and procedures.

15. Other than as disclosed in the prior paragraph, Gilbert shall file a supplemental declaration with this Court and give not less than ten (10) business days' notice to the Debtor, the U.S. Trustee, and the TCC prior to any increases in the rates set forth herein or in the Quinn Declaration. The supplemental declaration shall explain the basis for the requested rate increases

in accordance with Bankruptcy Code Section 330(a)(3)(F) and state whether the TCC has consented to the rate increase.

16. In addition to the hourly rates set forth above, it is Gilbert's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The expenses charged to clients include, but are not limited to, major photocopying charges, courier and overnight delivery charges, travel-related charges (including mileage, parking, air or train fare, lodging, meals, and ground transportation), filing fees, and any third-party costs incurred related to a representation. Gilbert does not write up expenses for a profit. The TCC has been assured that Gilbert will charge the TCC for these expenses at rates consistent with charges made to other Gilbert clients, and subject to the Local Rules, including the BLR, orders of this Court, and the guidelines of the U.S. Trustee.

17. Gilbert will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services provided to the TCC as described above, in accordance with applicable rules and guidelines.

18. Pursuant to Bankruptcy Code Section 328(a), the TCC may retain counsel pursuant to reasonable terms and conditions. The TCC believes that the hourly rates and expense policies of Gilbert, which are applied to other Gilbert clients, all as specifically described above, constitute fair and reasonable terms and conditions for the retention by the TCC of Gilbert as counsel in accordance with Bankruptcy Code Section 328(a).

19. Gilbert has not agreed to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.

20. None of Gilbert's professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case.

21. Gilbert has not represented the TCC in the twelve months preceding the Petition Date.

22. Gilbert will seek compensation and reimbursement of expenses for services provided on behalf of the TCC consistent with all interim compensation procedures approved by the Court.

23. The TCC requests that Gilbert be allowed compensation for its services and reimbursement for its expenses in accordance with Bankruptcy Code Sections 330 and 331 and Bankruptcy Rule 2016 upon submission of appropriate applications therefor in compliance with all applicable orders, rules, and guidelines, subject to the review and approval of this Court.

WHEREFORE, the TCC respectfully requests that the Court enter the proposed order annexed hereto as **Exhibit C** authorizing and approving the employment and retention of Gilbert as special insurance counsel to the TCC, and grant the TCC such other and further relief as the Court deems just and proper.

Dated: July 23, 2024
Scottsdale, AZ

Respectfully submitted,

**THE OFFICIAL TORT CLAIMANTS'
COMMITTEE**

By: /s/ Paris Morgan
Paris Morgan, in her capacity as the Co-Chair of
the Official Tort Claimants' Committee

By: /s/ Nathan Alvarez
Nathan Alvarez, in his capacity as the Co-Chair of
the Official Tort Claimants' Committee

EXHIBIT A

Co-Chair Declarations

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

TEHUM CARE SERVICES, INC.¹

Debtor.

Chapter 11

Case No. 23-90086 (CML)

**DECLARATION OF PARIS MORGAN IN SUPPORT OF APPLICATION FOR ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF GILBERT LLP AS
SPECIAL INSURANCE COUNSEL FOR THE OFFICIAL TORT CLAIMANTS'
COMMITTEE NUNC PRO TUNC TO JULY 18, 2024**

I, Paris Morgan, declare under the penalty of perjury:

1. I am Co-Chair of the TCC of Tort Claimants (the "TCC").
2. I submit this declaration (the "Morgan Declaration") in support of the *Application for Entry of an Order Authorizing the Employment and Retention of Gilbert LLP as Special Insurance Counsel for the Official Tort Claimants' Committee Nunc Pro Tunc to July 18, 2024*.
3. On November 20, 2023, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee") formed the TCC in this chapter 11 case appointing the following parties as members of the TCC: (i) Aanda Slocum; (ii) Elizabeth Frederick; (iii) Henry Snook; (iv) LaTonda Smith; (v) Nathan Alvarez; and (vi) Paris Morgan. See *Notice of Appointment of TCC of Tort Claimants* [Docket No. 1127].

¹ The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

4. On July 18, 2024, the TCC selected Gilbert LLP (“Gilbert”) as special insurance counsel, subject to the Court’s approval. In selecting Gilbert as its special insurance counsel, the TCC considered its expertise in the relevant legal issues and experience in similar proceedings.

5. I believe that the TCC selected Gilbert for its significant experience in resolving issues for tort claimant committees related to insurance in bankruptcy, including its successful representation of tort claimants or future claimants’ representatives in some of the most complex mass tort bankruptcies in recent history. I understand that professionals at Gilbert have substantial experience in bankruptcy cases involving asbestos, medical devices, environmental liabilities, pediatric dental services, talc, and other mass-tort insurance issues, and have participated in numerous proceedings before various bankruptcy courts. I understand that Gilbert represents or has represented debtors, chapter 7 trustees, official creditors’ committees, and future claimants’ representatives in bankruptcies filed in Texas, Delaware, New York, Ohio, Pennsylvania, Michigan, Tennessee, Washington, and other jurisdictions. As I understand it, this bankruptcy case will shortly transition into a plan confirmation phase and I understand the TCC believes that experienced and well regarded special insurance counsel is necessary for finalizing any Chapter 11 plan as well as successfully maximizing value for tort claimants.

6. I believe that Gilbert has become familiar with the TCC, the TCC’s goals, the Debtor, and many of the potential insurance legal issues that may arise in the context of this chapter 11 case. I believe that for this reason, as well as Gilbert’s extensive insurance experience and expertise, Gilbert is well qualified to represent the TCC as its special insurance counsel in connection with this chapter 11 case.

7. Counsel for the TCC has communicated with Gilbert regarding the firm’s proposed rates and terms of engagement for the TCC. Gilbert has informed the TCC that its rates for

bankruptcy representations are comparable to the rates Gilbert charges for nonbankruptcy representations.

8. The TCC recognizes that it is its responsibility to closely monitor the billing practices of its counsel to ensure the fees and expenses paid by the estates remain consistent with the TCC's expectations and the exigencies of the chapter 11 case.

9. The TCC will review all applications for compensation submitted by Gilbert to ensure that Gilbert's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the TCC's other professionals.

10. The TCC will bring discipline, predictability and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 23, 2024

By: /s/ Paris Morgan
Paris Morgan in her capacity as Co-Chair of
the Official Tort Claimants' Committee.

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

TEHUM CARE SERVICES, INC.²

Debtor.

Chapter 11

Case No. 23-90086 (CML)

**DECLARATION OF NATHAN ALVAREZ IN SUPPORT OF APPLICATION FOR
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GILBERT LLP
AS SPECIAL INSURANCE COUNSEL FOR THE OFFICIAL TORT CLAIMANTS'
COMMITTEE NUNC PRO TUNC TO JULY 18, 2024**

I, Nathan Alvarez, declare under the penalty of perjury:

1. I am Co-Chair of the TCC of Tort Claimants (the "TCC").
2. I submit this declaration (the "Alvarez Declaration") in support of the *Application for Entry of an Order Authorizing the Employment and Retention of Gilbert LLP as Special Insurance Counsel for the Official Tort Claimants' Committee Nunc Pro Tunc to July 18, 2024*.
3. On November 20, 2023, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee") formed the TCC in this chapter 11 case appointing the following parties as members of the TCC: (i) Aanda Slocum; (ii) Elizabeth Frederick; (iii) Henry Snook; (iv) LaTonda Smith; (v) Nathan Alvarez; and (vi) Paris Morgan. See *Notice of Appointment of TCC of Tort Claimants* [Docket No. 1127].

² The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

4. On July 18, 2024, the TCC selected Gilbert LLP (“Gilbert”) as special insurance counsel, subject to the Court’s approval. In selecting Gilbert as its special insurance counsel, the TCC considered its expertise in the relevant legal issues and experience in similar proceedings.

5. I believe that the TCC selected Gilbert for its significant experience in resolving issues for tort claimant committees related to insurance in bankruptcy, including its successful representation of tort claimants or future claimants’ representatives in some of the most complex mass tort bankruptcies in recent history. I understand that professionals at Gilbert have substantial experience in bankruptcy cases involving asbestos, medical devices, environmental liabilities, pediatric dental services, talc, and other mass-tort insurance issues, and have participated in numerous proceedings before various bankruptcy courts. I understand that Gilbert represents or has represented debtors, chapter 7 trustees, official creditors’ committees, and future claimants’ representatives in bankruptcies filed in Texas, Delaware, New York, Ohio, Pennsylvania, Michigan, Tennessee, Washington, and other jurisdictions. As I understand it, this bankruptcy case will shortly transition into a plan confirmation phase and I understand the TCC believes that experienced and well regarded special insurance counsel is necessary for finalizing any Chapter 11 plan as well as successfully maximizing value for tort claimants.

6. I believe that Gilbert has become familiar with the TCC, the TCC’s goals, the Debtor, and many of the potential insurance legal issues that may arise in the context of this chapter 11 case. I believe that for this reason, as well as Gilbert’s extensive insurance experience and expertise, Gilbert is well qualified to represent the TCC as its special insurance counsel in connection with this chapter 11 case.

7. Counsel for the TCC has communicated with Gilbert regarding the firm’s proposed rates and terms of engagement for the TCC. Gilbert has informed the TCC that its rates for

bankruptcy representations are comparable to the rates Gilbert charges for nonbankruptcy representations.

8. The TCC recognizes that it is its responsibility to closely monitor the billing practices of its counsel to ensure the fees and expenses paid by the estates remain consistent with the TCC's expectations and the exigencies of the chapter 11 case.

9. The TCC will review all applications for compensation submitted by Gilbert to ensure that Gilbert's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the TCC's other professionals.

10. The TCC will bring discipline, predictability and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 23, 2024

By: /s/ Nathan Alvarez
Nathan Alvarez in his capacity as Co-Chair
of the Official Tort Claimants' Committee.

EXHIBIT B

Kami E. Quinn Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
TEHUM CARE SERVICES, INC., ¹	§	Case No. 23-90086 (CML)
	§	
Debtor.	§	
	§	

**DECLARATION OF KAMI E. QUINN, ESQ. IN SUPPORT OF APPLICATION FOR
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GILBERT LLP
AS SPECIAL INSURANCE COUNSEL FOR THE OFFICIAL TORT CLAIMANTS'
COMMITTEE NUNC PRO TUNC TO JULY 18, 2024**

I, KAMI E. QUINN, declare under the penalty of perjury:

1. I am a member in good standing of the Bars of the District of Columbia, the Commonwealth of Virginia, and the Third Circuit Court of Appeals, and am a partner and member of the law firm of Gilbert LLP ("Gilbert"), located at 700 Pennsylvania Avenue S.E., Suite 400, Washington, D.C. 20003. I submit this declaration on behalf of Gilbert pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") in connection with the application (the "Application") by the Official Tort Claimants' Committee ("TCC") for the entry of an order authorizing the retention of Gilbert as special insurance counsel to the TCC. Unless otherwise stated, I have personal knowledge of the facts hereinafter set forth.

2. Gilbert serves as special insurance counsel in various bankruptcy cases, including:
- a. both the committee and the future claimants' representative in the Imerys Talc America, Inc., *et al.*, bankruptcy;
 - b. the future claimants' representative in the Boy Scouts of America and Delaware BSA, LLC bankruptcy;

¹ The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

- c. the committee of asbestos personal injury claimants in the Aldrich Pump LLC, *et al.*, bankruptcy;
- d. the Chapter 7 Trustee, Charles M. Forman, in the National Service Industries, Inc. bankruptcy;
- e. both the committee and the future claimants' representative in the Endo International plc, *et al.*, bankruptcy;
- f. the committee in the Kidde Fenwal, Inc. bankruptcy; and
- g. both the committee and the future claimants' representative in the Whittaker, Clark & Daniels, *et al.*, bankruptcy.

3. Gilbert has previously served as special insurance counsel to the committees and/or future claimants' representatives in various Chapter 11 reorganizations with confirmed Chapter 11 plans, including, but not limited to: Babcock & Wilcox Company; Burns & Roe Enterprises, Inc.; Plibrico Company; Christy Refractories Company, LLC; Geo V. Hamilton; Rapid-American; Duro Dyne; and ON Marine Services LLC.

4. Gilbert currently serves or has served as insurance counsel for various trusts which were created for the benefit of mass tort claimants pursuant to the plans of reorganization confirmed in Chapter 11 bankruptcies.

5. Aside from insurance-related bankruptcy and trust matters, Gilbert has represented, and continues to represent, numerous entities on insurance issues arising from other tort, and non-tort matters, including in litigation, and will continue to do so. The firm does not and will not represent any claimant against the Debtor or any non-debtor related parties.

6. Gilbert is occasionally retained by law firms or other clients in an expert or consulting capacity. None of these engagements relate to the Debtor, but they may relate to insurance for tort-related claims. The firm may continue to provide consulting services to such clients in the future.

7. The TCC has selected Gilbert as special insurance counsel to provide services with respect to the preservation, evaluation, and maximization of insurance coverage.

GILBERT'S COMPENSATION

8. Gilbert has been asked to serve as special insurance counsel to the TCC appointed by the United States Trustee for the Southern District of Texas (the "U.S. Trustee") in the above-captioned Chapter 11 case filed by Tehum Care Services, Inc. as a debtor-in-possession (the "Debtor").

9. The TCC proposes to compensate Gilbert on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Gilbert according to its customary reimbursement policies. The following standard hourly rates for Gilbert attorneys and paraprofessionals are currently in effect, but are subject to periodic adjustments: Gilbert's hourly rates range from \$925 to \$1,625 per hour for partners, \$350 to \$1,500 per hour for non-partner attorneys, and \$235 to \$550 per hour for paraprofessionals. The hourly rates set forth above are Gilbert's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Gilbert for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

10. Other than as disclosed in the prior paragraph, Gilbert shall file a supplemental declaration with this Court, and give not less than ten (10) business days' notice to the Debtor, the U.S. Trustee, and the TCC prior to any increases in the rates set forth herein or in the Quinn Declaration. The supplemental declaration shall explain the basis for the requested rate increases in accordance with Bankruptcy Code Section 330(a)(3)(F), and state whether the TCC has consented to the rate increase.

11. In addition to the hourly rates set forth above, it is Gilbert's policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The

expenses charged to clients include, but are not limited to, major photocopying charges, courier and overnight delivery charges, travel-related charges (including mileage, parking, air or train fare, lodging, meals, and ground transportation), filing fees, and any third-party costs incurred related to a representation. Gilbert does not write up expenses for a profit. The TCC has been assured that Gilbert will charge the TCC for these expenses at rates consistent with charges made to other Gilbert clients, and subject to the Local Rules, including the BLR, orders of this Court, and the guidelines of the U.S. Trustee.

12. Gilbert will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services provided to the TCC as described above, in accordance with applicable rules and guidelines.

13. Additionally, from time-to-time Gilbert may utilize the services of its wholly owned legal technology subsidiary, Tesseract Data Services (“TDS”), in connection with its services to the TCC. TDS offers a full range of the highest caliber legal technology and advisory services. TDS’s services include electronic data storage and other eDiscovery-related services.

14. Any services provided by TDS in these Chapter 11 cases will be at the direction of Gilbert and with approval by the TCC.

15. The charges by TDS would be billed as a cost and invoiced at TDS’s normal rates, rates that I believe are competitive with the rates as would be charged by other vendors for similar services.

16. As a wholly owned subsidiary of Gilbert, any TDS conflict check would be subsumed under Gilbert’s conflict check.

17. Gilbert intends to apply for compensation for professional services rendered and for reimbursement of expenses incurred in accordance with applicable provisions of title 11 of the

United States Code (the “Bankruptcy Code”), the Bankruptcy Rules, the BLR, orders of this Court, and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*.

18. Gilbert will seek compensation and reimbursement of expenses for legal services performed on behalf of the TCC consistent with any interim compensation procedures approved by this Court.

19. Except as described below, neither Gilbert, any member of Gilbert, nor any professional or attorney associated with or employed by Gilbert has received a promise as to payment or compensation in connection with the Debtor’s Chapter 11 case. Gilbert does not have any agreement with any other entity to share with any such entity any compensation received by Gilbert.

GILBERT’S CONNECTIONS IN THIS CASE

20. In connection with its proposed retention by the TCC in this Chapter 11 case, Gilbert’s conflicts department, under the supervision of Gilbert attorneys involved in representing the TCC, has undertaken the procedures described below to determine whether there exists any conflict or other relationship that might cause Gilbert not to be a “disinterested person” as defined in section 101(14) of the Bankruptcy Code, and whether Gilbert represents any person or entity having an adverse interest in connection with the case.

21. Gilbert maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of Gilbert to make and maintain these records. The conflict system maintained by Gilbert is designed to include (a) every active matter on which Gilbert is retained; (b) every closed matter on which Gilbert has been engaged since 2001; (c) the entity by which it is now or has been engaged; (d) the identity of related parties; (e) the identity of adverse parties; and (f) the attorney at Gilbert who is knowledgeable about the matter. It is

Gilbert's policy that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, the database is updated for every new matter undertaken by Gilbert. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

22. Gilbert's conflicts department has searched, under the direction of Gilbert attorneys involved in representing the TCC, its electronic database for connections to the entities listed on **Schedule 1** attached hereto (collectively, the "**Case Parties**"). To the best of my knowledge, the Case Parties list has been used by Debtor's counsel and other professionals in this case for conflicts purposes.

23. To ascertain Gilbert's "connections", as that term is used in Federal Rules of Bankruptcy Procedure 2014, with the TCC, the Debtors and other parties-in-interest, certain of my colleagues and I reviewed the list of parties in interest and counsel that is attached hereto as **Schedule 1**. The Case Parties include: (a) the Debtor and the Debtor's bankruptcy professionals; (b) Yes/Care/CHS and Professionals; (c) Non-Debtor Related Parties; (d) Proposed DIP Lender and Counsel; (e) Bankruptcy Judges, Staff and Clerk for the Southern District of Texas; (f) the U.S. Trustee office for the Southern District of Texas; (g) Current and Former D&O; (h) Top 30 Unsecured Creditors/UCC and Counsel; (i) Governmental Agencies; (j) Insurance Parties; (k) Litigation and Notice Parties; (l) Vendors; and (m) the TCC and Professionals. Gilbert also conducted an electronic search of its conflicts database of the parties identified on **Schedule 1**.

24. Gilbert has reviewed all current and former clients for the last five (5) years. In verifying the connections disclosed below, I have relied upon the professionals of Gilbert and the

investigation they have undertaken to compile the information upon which such disclosures are based.

25. Gilbert has been both aligned with and adverse to various professionals involved in this case in cases that are unrelated to this Chapter 11 case.

26. One of my partners, Craig Litherland, was a partner at the former law firm of Sheinfeld, Maley & Kay, P.C. in Houston, Texas. He worked with Millie Aponte Sall, the Assistant U.S. Trustee for the Southern District of Texas. Mr. Litherland and Ms. Sall have not worked together since 2001.

27. Other than as set forth above, to the best of my knowledge and information after due inquiry, neither Gilbert nor any of its attorneys has any other interest or connection with the Debtors, their creditors, the United States Trustee or any person employed in that Office, the Judges for the United States Bankruptcy Court for the Southern District of Texas, or any other known party-in-interest. It is possible that Gilbert will represent in the future, in matters unrelated to this bankruptcy case, entities that are or will become parties in interest herein.

28. The information listed on Schedule 1 may have changed without my knowledge, and may change during the pendency of this Chapter 11 case. Should such information change, Gilbert will promptly review its files against any updated parties list received from the Debtor. Gilbert will update this Declaration, as described below, should Gilbert become aware of new material information during the pendency of this Chapter 11 case pursuant to the procedures described herein. To the extent any new relevant facts or relationships are discovered or arise in the course of such review, Gilbert will promptly make an additional disclosure to the Court as required by Bankruptcy Rule 2014(a).

29. Gilbert does not currently employ or intend to employ contract attorneys in this Chapter 11 case.

30. Approval of the proposed engagement of Gilbert is not prohibited by Bankruptcy Rule 5002. I am not related, and to the best of my knowledge, no attorney at Gilbert is related, to the United States Bankruptcy Judge assigned to this Chapter 11 case, or to the UST for the Southern District of Texas.

31. To the extent that issues arise that would cause the TCC to be adverse to any of Gilbert clients such that it would not be appropriate for Gilbert to represent the TCC with respect to any insurance-related matters, the TCC will request that this Court allow the TCC to seek approval to employ and retain other insurance coverage counsel.

32. Notwithstanding the above, I believe that Gilbert is a disinterested person, and does not hold or represent an interest adverse to the Debtor's estates with respect to the matters for which Gilbert is to be employed, as required by Bankruptcy Code Section 328(c).

Based upon the foregoing, I declare under the penalty of perjury that the foregoing is true and correct.

Dated: July 18, 2024
Washington, D.C.

Respectfully submitted,

By: /s/ Kami E. Quinn

SCHEDULE 1

Case Parties

Schedule 1

Potential Parties in Interest

Debtor and Professionals

Corizon Health, Inc. n/k/a Tehum Care Services, Inc.
Corizon, LLC n/k/a/ Tehum Care Services, Inc.
Tehum Care Services, Inc.
Ankura Consulting Group, LLC
Gray Reed
Kurtzman Carson Consultants

YesCare/CHS and Professionals

CHS TX, Inc.
YesCare Corp.
White & Case LLP
Dowd Bennett LLP

Non-Debtor Related Parties

Corizon Health Clinical Solutions, LLC
Corizon Health of Alabama, LLC
Corizon Health of Arizona, LLC
Corizon Health of California, LLC
Corizon Health of Florida, LLC
Corizon Health of Kansas, LLC
Corizon Health of Maryland, LLC
Corizon Health of Mississippi, LLC
Corizon Health of New Jersey, LLC
Corizon Health of Ohio, LLC
Corizon Health of Pennsylvania, LLC
Corizon Health of Tennessee, LLC
Corizon Health of Virginia, LLC
Corizon Health, Inc.
Corizon, LLC
PHS Community Care, LLC
Sigma Risk Management
Valitas Health Services, Inc.
Valitas Intermediate Holdings, Inc.

Proposed DIP Lender and Counsel

M2 Loan Co LLC
Norton Rose Fulbright US LLP

SDTX Bankruptcy Judges, Staff, and Clerk

Judge David R. Jones
Judge Christopher M. Lopez
Judge Marvin Isgur
Judge Jeffrey P. Norman
Judge Eduardo V. Rodriguez
Albert Alonzo
Ana Castro
Jeannie Chavez
LinhThu Do
Mario Rios
Rosario Saldana
Tracey Conrad
Tyler Laws
Vriana Portillo
Zilde Martinez

U.S. Trustee

Alethea Caluza
Alicia Barcomb
Brian Henault
Christopher R. Travis
Christy Simmons
Clarissa Waxton
Glenn Otto

Gwen Smith
Ha Nguyen
Hector Duran
Ivette Gerhard
Jana Whitworth
Jayson B. Ruff
Kevin M. Epstein
Linda Motton
Luci Johnson-Davis
Millie Aponte Sall
Samantha Chilton
Stephen Statham
Yasmine Rivera

Current and Former D&Os

Abe Goldberger
Ayodeji Ladele, M.D.
David Gefner
F. Jeffrey Sholey
Isaac Lefkowitz
J. Scott King
Jay Leitner
Sara Tirschwell

Top 30 Unsecured Creditors/UCC and Counsel

ABC/Amega
Alight
Arizona DOC
BDO
Bialson Bergen & Schwab
Bio-Rad Laboratories, Inc.
Blue Cross Blue Shield of MI
Cameron Regional Medical Center
Canon Financial
Capital Region Medical Center
Capitol Eye
Cell Staff
Cohen Weiss and Simon
Curators of the University of MO
Dell Financial Services, LLC
Foley & Lardner LLP
GHR General Healthcare Resources
Halo Branded Solutions
HCA Health Services of FL
Highwoods Properties
King & Spalding LLP
Laticia Revell
Liftforward / Hitachi / Mitsubishi
Linda Markowitz
Manziel Law Offices
Maxim Healthcare Staffing Services, Inc.
Mercy Hospital (MO)
Microsoft
Nephrology and Hypertension Associates L.L.P.
New York State Nurses Association Pension Plan
Newman, Kathleen
Pike County Memorial Hospital
Rachell Garwood
Rifkin Law Office
Riley Stingley Brazas P.C.
RMS LLC
Saint Alphonsus Health System, Inc.
Schaefer Law Group LLC
Spencer Fane LLP

St. Luke's Health System, Ltd.
 St. Luke's Regional Medical Center, Ltd.
 Stoel Rives, LLP
 Streusand Landon Ozburn Lemmon LLP
 Struck Love Bojanowski & Acedo, PLC
 Stueve Siegel Hanson LLP
 Supplemental Healthcare
 Tallahassee Medical Center, Inc.
 TGH Litigation LLC
 The Magnozzi Law Firm, P.C.
 Thompson Burton
 Truman Medical Center, Inc. d/b/a University Health
 Vang, Ka et al
 Webb Law Group
 WhiteGlove Placement
 Willis Towers Watson

Governmental Agencies

California Franchise Tax Board
 Florida Attorney General
 Internal Revenue Svc
 Kansas Attorney General
 Kentucky Attorney General
 Maryland Attorney General
 Michigan Attorney General
 Missouri Attorney General
 New Jersey Attorney General
 New Mexico Attorney General
 New York Attorney General
 Pennsylvania Attorney General
 Southern District of Texas
 U.S. Department of Justice
 Virginia Attorney General
 Wyoming Attorney General

Insurance Parties

American Fidelity Assurance Co.
 Applied Medico-Legal Solutions Risk Retention Group, Inc.
 Beazley Group
 COPIC A Risk Retention Group
 Coverys Specialty Insurance Company
 Everest Indemnity Insurance Company
 Harbour
 Hartford
 HCC Life
 Intermed
 Ironhealth
 Ironshore Specialty Insurance Company
 Kansas Medical Mutual Insurance Company on Behalf of Kansas
 KS JUA
 Lone Star Alliance A Risk Retention Group
 Med Pro
 NAS
 Phico
 Reliance
 RKH/Beazley
 Scottsdale Insurance Company
 St. Paul
 TDC
 Truck Insurance Exchange
 Zurich

Litigation and Notice Parties

Adam Baker
 Adree Edmo
 Alex Scott #98450
 Aanda Slocum
 Andrew Lyles
 Andrew Wolf #35408
 Angela Branum & Estate of Justin Branum

Antoinette Windhurst
 Antonio Reali
 Armandon Banuelos
 Bay Hospital, Inc. d/b/a Gulf Coastal Regional Medical Center
 Bradley Schwartz
 Brian Zeiger
 Camron Belcher #91436
 Capital Region Medical Center
 Capital Region Medical Center / Curators of the University of MO
 Capitol Eye Care, et al.
 Capitol Eye Class Action
 Carson & Coil, PC
 Cassandra Oliver
 Chaney Law Office
 Charles Jones
 Chester Bird
 Christopher Brightly
 Clarence Dean
 Coyte Law, PC
 Cross Law PLLC
 Curtis Lee
 Darren Robert Pedersen
 David Wichternman, Jr.
 Dennis Mintun #69558
 Derico Thompson
 Doshi Legal Group, P.C.
 Drew Daddano
 Duke Evett PLLC
 Dunn Carney Allen Higgins & Tongue, LLP
 Edward Stenberg #124629
 Eileen McNamara
 Ferguson Durham PLLC
 Fieger Law
 Forshey & Prostok LLP
 Frederick Carr
 Gregory Abraham
 Gregory Barrow
 Hallinan & Killpack Law Firm
 Halo Branded Solutions, Inc.
 HCA Health Servs of Florida, Inc. d/b/a St. Lucie Medical Center
 HDR LLC
 Hector Garcia, Jr.
 Held & Hines, LLP
 Henry Snook
 Isaac Bernstein
 James Hyman
 Jennifer Power
 Jeremy Wilkinson, #47239
 Johnson Jensen, LLP
 Joseph P. Hunter
 Joshua Snider #834248
 K.A., S.A., L.R., L.J., and JANE DOES 1-25
 Kay Griffin, PLLC
 Kerrie Milkiewicz PR of the Estate of Milkiewicz
 Khazaeli Wyrsh, LLC
 Kimberly Briggs for Estate of Sean Parks
 Kohchise Jackson
 Lane & Nach PC
 Law Office Of James Cook
 Lawnwood Medical Center, Inc. d/b/a Lawnwood Regional
 Medical Center and Heart Institute
 Leona Miotke
 Lewis Roca Rothgerber Christie LLP
 Lexington Insurance Company
 Linda Floyd
 Lone Star Alliance Inc.
 M.E. Heard, Attorney, PLLC
 Mabelle Pearson
 Margolis & Cross
 Maria Sheldon

Marie A. Mattox, PA
 Marion Community Hospital, Inc. d/b/a Ocala Regional Medical Center
 Mark Stewart #203381
 Martin Olsen
 Mehaffy Weber, P.C.
 Memorial Healthcare Group, Inc. d/b/a Memorial Hospital
 Jacksonville
 Mesch Clark Rothschild
 Michael Chapman #271129
 Mitsubishi HC Capital America, Inc. f/k/a Hitachi Capital
 America, Corp.
 Nichols Kaster PLLP
 Noah Schroder #72050
 North Florida Regional Medical Center, Inc. d/b/a North Florida
 Regional Medical Center
 Office of the US Trustee
 Patrick Lynn
 Paul Lupe
 Phillip Buchanan
 Ralson Pope & Diehl LLC
 Rania Major, P.C.
 Raynard Coleman #243482
 Richard Dague
 Ricky Scott
 Riley & Jacobson, PLC
 Robert Gamez, Jr.
 Ronald Johnson #159768
 RSMC Plaintiffs
 Ryan Brown
 Sabrie Alexander
 Saint Alphonsus Health System, Inc.
 Saint Alphonsus Regional Medical Center
 Saint Louis University School of Law
 Sean Deloatch
 Sefika Lakie
 Shaidon Blake, #96323
 Shannon & Lee LLP
 Smith Foster King LLP
 St. Louis University Legal Clinic
 Stromberg Stock, PLLC
 Texas Medical Liability Trust
 The Putative Class in Pearson v. Washington 2:19-cv-10707 (E.D. Mich.)
 Tiffany Smith
 Waheed Nelson
 Walker & Patterson, P.C.
 Wilber Hasty
 William Kelly
 Zeichner Ellman et al
 Zemina Lakie

Vendors

A World of Hearing
 Abbott Ambulance Inc
 Accupath Diagnostic Laboratories
 Acute Rescue and Transport
 Ada West Dermatology
 Advanced Radiology Consultants of Kansas City PA
 Advantage Eye Centers
 Air Evac EMS Inc
 Alachua County Fire/Rescue
 Allegiant Pathologists LLC
 Alliance Radiology Liberty PC
 American Medical Response Ambulance Service Inc
 AMR of Mid Atlantic
 Anesthesia Associates of Boise
 Anesthesia Associates of Laramie
 Anesthesia of HRMC
 Anesthesia Partners Ltd
 Associated Pathologists LLC
 Associated Radiologists PA

Audrain Emergency Group LLC
 Audrain Medical Center Physicians
 Baltimore City Fire Department
 Baltimore Washington Medical Ctr
 Baptist Health Medical Group
 Barnes Jewish Hospital
 Bingham Healthcare Specialty Care
 Bingham Healthcare Specialty Clinic - Vista
 Bingham Memorial Hospital
 Bingham Memorial Physicians
 BJC Medical Group of MO
 Blue Mountain Diagnostic Imaging, Inc
 Boise Anesthesia PA
 Boise Endoscopy Center LLC
 Boise Pathology Group PA
 Boise Plastic Surgery Boise Hand Center, PLLC
 Boise Radiology Group PLLC
 Boone Hospital
 Boyce & Bynum Path Pro Serv
 Breg Inc
 Brian W. Christensen MD PA
 Butler County EMS, LLC
 Callaway County Ambulance
 Cameron Ambulance District
 Cameron Regional Medical Center Inc
 Cameron Regional Medical Center Physicians
 Cape Radiology Group, P.C.
 Capital Region Med Center Physicians
 Capital Region Physicians
 Capital Region Physicians - Central Missouri Cardiology
 Cardionet, LLC
 Caris MPI, Inc
 Carroll County Hospital
 Catalyst Medical Group, PLLC
 Caton & Taylor
 Central Florida Pathology Associates, PA
 Centric Ambulatory Surgery Center, LLC
 Centric Outpatient Cath Lab
 CEP America LLC
 Chesapeake Urology Associates
 Cheyenne Radiology Group
 Cheyenne Regional Medical Ct
 Chillicothe Ambulance Service
 Clearwater County Ambulance Svc
 Clearwater Valley Hospital Clinic
 CMMP Surgical Center LLC
 Cogent Healthcare of Missouri
 Cole County EMS
 Community Hospital Physicians
 Comprehensive Pathology Services
 Cooper County Ambulance District
 County of Ada
 CRP - Central Missouri Cardiology
 Curators of the University of Missouri Phys
 Curtis Hale d/b/a Curtis Medical, LLC
 D J Marc Cardinal Md PA
 De Priest, Michael D
 Dekalb-Clinton Ambulance Dist
 Delmarva Radiology PA
 Diagnostic Imaging Centers, P.A.
 Diagnostic Imaging Service of Idaho
 Digestive Health Clinic LLC
 Digestive Health Specialists, LLC
 Drs. Mori, Bean & Brooks, PA
 Emergency Service Associates
 Ernst Radiology Clinic Inc
 Family Medicine Residency of Idaho Inc
 Florida Clinical Practice
 Foothills Dental Care
 Gainesville Emergency Med Assoc PA

Garcia Clinical Laboratory, Inc
 Gastroenterology Associates PA
 Gem State Radiology LLP
 Gerdes LLC, Kenneth
 Greater St Louis Oral and Maxillofacial Surgery
 Grove Creek Medical Center
 Hagerstown Heart PA
 Hannibal Clinic Operations LLC
 Hannibal Regional Hospital
 Hannibal Regional Medical Group
 Health West Inc
 Heart and Vascular Associates, LLC
 HeartLand Regional Medical Center
 HeartLand Regional Medical Center Physicians
 Hedrick Medical Ctr Physicians
 Hospital Internal Medicine PA
 Hospital Medicine Svcs of TN
 HRMC dba Mosaic Life Care/HeartLand Health
 Hutchinson Regional Medical Center
 ID Consultants PC
 Idaho Gastroenterology Associates LLP
 Idaho Physicians Clinic
 Idaho Urologic Institute PA
 Infectious Diseases, P.C.
 Injury Care Emergency Medical Services
 Intermountain Emergency
 Intermountain Eye & Laser Centers PLLC
 Intermountain Radiation Oncology PA
 iRhythm Technologies, Inc
 JC Oral & Maxillofacial
 JCMG Family Medicine
 Jeff City Medical Group
 Joachim Platten Township Ambulance District
 John Hopkins Regional Physicians LLC
 John Hopkins University - Emergency Medicine
 John Hopkins University - Reference Laboratory
 John Hopkins University - Transplant/Vascular Surgery
 Johns Hopkins University d/b/a JHU - Orthopaedic Surgery
 Johns Hopkins University Dermatology
 Kansas City Gastroenterology and Hepatology Physicians Group
 Kansas University Phys. Inc.
 KC Gastro and Hepa Phys Grp
 KCI USA Incorporated
 Kentucky Medical Services Foundation
 Khokhar, Anwar I
 Kindred Development 17, LLC
 Kinghorn Medical LLC
 Kirksville Clinic Corp
 Kootenai Health (Physician)
 Lab Corp of Amer Holdings
 Labcorp of America
 Las Cruces Physician Services LLC
 Lester E Cox Health Ambulance Service
 Lewis and Clark Orthopedic Inst
 Lexington Fayette Urban County Government Fire Department
 LFUCG Fire Dept Ambulance
 Liberty Cardiovascular Specialists
 Liberty Hospital Physicians
 Lifebridge Community Gastroenterology, LLC
 Lifenet, Inc. d/b/a Arch Air Medical Services, Inc.
 Lifestar Ambulance Service Inc
 Lifestar Response of Maryland, Inc
 Madison Anesthesia Services
 Madison Clinic Physicians
 Maryland General Clinical Practice Group Inc
 Maryland General Hospital
 MAWD Laboratory Partners PA
 MAWD Pathology Group PA
 MAWD Pathology Partners PA
 MCV Associated Physicians

MDICS at Meritus Medical Ctr LLC
 Medical Imaging Associates of Idaho Fall
 Memorial Hospital of Converse County
 Memorial Hospital of Laramie County
 MEP Health, LLC
 Mercury Surgery Center LLC
 Mercy Clinic Adult Critical Care LLC
 Mercy Clinic Adult Hospitalists
 Mercy Clinic E. Comm
 Mercy Clinic East
 Mercy Clinic East Communities
 Mercy Clinic Heart & Vascular
 Mercy Clinic Hyperbaric and Wound Care
 Mercy Clinic Infectious Disease LLC
 Mercy Clinic Pulmonology
 Mercy Clinic South Hospitalists
 Mercy Clinic Springfield Comm
 Mercy Clinic Surgical Specialists LLC
 Mercy Hospital Jefferson
 Mercy Hospital Jefferson Sole Mbr
 Mercy Hospital South
 Mercy Hospital South Physicians
 Mercy Hospital Springfield
 Mercy Hospital Springfield Phys
 Mercy Hospital St Louis
 Mercy Hospital St Louis (Physicians)
 Mercy Hospitals East Communities
 Mercy Hospitals East Communities
 Mercy Medical Center
 Mercy Virtual
 Meritus Medical Center, Inc.
 Meritus Medical Laboratory, LLC
 Meritus Physician Trauma
 Metro Emergency Physicians, LLC
 Metro Hypertension Kidney Center
 Metropolitan Neurology Ltd
 Mid Missouri Anesthesia Consultants
 Mid Missouri Orthotics & Prosthetics
 Mid-America Clinical Pathology
 Mid-Mo Ambulance Dist
 Midwest Hosp Physicians LLP
 Midwest Imaging Center LLC
 Midwest Radiological Associates PC
 Mississippi County Ambulance
 Missouri Baptist Medical Center
 Missouri Baptist Physician Services LLC
 Missouri Cancer Associates LLC
 Missouri Delta Med Cntr Physicians
 Missouri Delta Medical Center
 Moberly Hospital Company LLC
 Moberly Medical Clinics Inc
 Moberly Regional Med Center
 Montalbano, Paul J
 Mosaic Life Care/HeartLand Health
 Mountain River Birthing and Surgery Center
 Mountain View Hospital
 Murphy Watson Burr Eye Center
 Murphy Watson Burr Surgery Center Inc
 MV Pocatello ENT
 National HME, Inc.
 Neogenomics Laboratories Inc
 North Florida Regional Medical Ctr
 North Okaloosa Clinic Corporation
 North Okaloosa Dialysis
 Northwest Missouri Oral & Maxillofacial
 Orthopedic Surgeons Inc
 Osage Ambulance District
 Ototronix LLC
 P and C Labs LLC
 Parkland Health Ctr

Parkland Medical Center
 Pathology Associates of Idaho Falls PA
 Pathology Associates PC
 Phoenix Urology of St Joseph Inc
 Physician Groups LC
 Physicians & Surgeons Clinic of Pocatello
 Pike County Memorial Hospital
 Poplar Bluff HMA Physicians Management, LLC
 Poplar Bluff Regional Medical Center LLC
 Portneuf Medical Center
 Portneuf Medical Practices
 Potential Therapy Services
 Potosi Emergency Group LLC
 PPG Clinical Pathology LLC
 Premier Eye Care of Eastern ID
 Premier Surgical Center
 Premiere Eye Associates
 Primary Eyecare Inc d/b/a Lifetime Optometry
 Princess Anne VFC
 Princess Anne Volunteer Fire Company
 Prison Ophthalmic Services, LLC
 Privia Medical Group
 Progressive Medical Group Inc
 Propath Services LLC
 Quest Diagnostics Inc
 Radiology Assoc. of Richmond
 Radiology Associates of North Idaho, PA
 Radiology Imaging Associates PC
 Randolph County Ambulance Dist
 Regional Emergency Medical Services Authority
 Resource Anesthesiology Associates of Missouri, LLC
 Reti, Robert
 Retina Consultants of ID
 Retina Specialists of Idaho
 Rexburg Vision Center
 Ripley Emergency Group, LLC
 River Rock Dental
 River West Dental
 Rocky Mountain Physician Group
 Rural Physicians Group Pannu PLLC
 Saint Alphonsus Medical Center - Nampa
 Saint Alphonsus RMC
 Saint Francis Medical Center Anesthesia
 Saint Francis Medical Center Physicians
 Saint Louis University Dept of Internal Med
 Saint Louis University Dept of Internal Med - Infectious Disease
 Saint Louis University Dept of Internal Medicine Cardiovascular Disease
 Saint Louis University Dept of Neurological Surgery
 Saint Louis University Dept of Neurology
 Saint Louis University Dept of Ophthalmology
 Saint Louis University Dept of Otolaryngology
 Saint Louis University Dept of Pathology
 Saint Louis University Dept of Pathology - Cytopathology
 Saint Louis University Dept of Radiology
 Saint Louis University Dept of Surgery
 Saint Louis University Dept Trauma Surgery
 Saint Louis University Internal Medicine Pulmonary Disease
 Saint Lukes Northland Hospital
 Saint Lukes Physician Group Inc
 Samaritan Memorial Hospital
 Sawtooth Orthotics & Prosthetics
 SE Emergency Phys Memphis (Missouri)
 Shands at UF
 Shands at University of Florida
 Shore Health System Inc
 Si Paradigm LLC
 Signature Health Service
 Sikeston Emergency Group LLC
 Sinai Hospital Baltimore
 Singh, Inderjit

Skyline Surgery Center Inc
 Slucare Dept of Ophthalmology-Optometry
 Snap Diagnostics LLC
 Sound Physicians of Illinois LLC
 Southeast Missouri Hospital
 Southeast Missouri Hospital Physicians LLC
 Southern Idaho Health Partners LLC d/b/a Saltzer Clinics
 Southside Regional Medical Center
 SSM Health Care Center St Joseph
 SSM Health Care dba SSM Depaul Health Center
 SSM Health Depaul Hospital
 SSM Health Saint Louis Univ. Hosp.
 SSM Health Slu Hospital Anesthesia Physician Billing, LLC
 SSM Health St Clare Hospital - Fenton
 SSM Health St Mary's Hosp - Jefferson City
 SSM Health St Mary's Hospital
 SSM Medical Group Inc
 SSM Regional Health
 SSM-SLUH Inc
 St Alphonsus Pathology Physician Services
 St Alphonsus RMC Physicians
 St Clair Specialty Physicians
 St Francis Medical Center
 St Francois County Ambulance
 St Johns Mercy Gastroenterology Specialists
 St Joseph Health Center
 St Joseph Hospital LLC
 St Joseph Regional Medical Ctr
 St Louis Clinical Pathology LLC
 St Louis Nephrologyhypertensi
 St. Luke's Hospital of Kansas City
 St. Luke's Nampa Medical Center
 St. Luke's Regional Medical Center
 St. Luke's Treasure Valley Clinic LLC
 St. Mary's Cardiovascular and Thoracic Surgery
 St. Mary's Clinic dba St. Mary's Health
 St. Mary's Hospital dba St. Mary's Health
 State of Missouri
 Steve's Precision Dental
 Steward Rockledge Hospital, Inc
 Surgery Center of Columbia
 Survival Flight Inc
 Table Rock Dialysis Center
 Taylor & Ratliff Oral & Maxillofacial Surgery
 Teton Radiology Diagnostic LLC
 Texas County Memorial Hospital
 The Centers for Advanced Orthopedics
 The Johns Hopkins Hospital
 The Pulmonary and Sleep Clinic
 TidalHealth Peninsula Regional
 TidalHealth Specialty Care, LLC
 Tidewater Physical Therapy & Rehabilitation Associates, PA
 Treasure Valley Oral and Facial Surgery
 Tristate Surgeons LLC
 Truman Medical Center
 Truman Medical Center Academic Physicians
 Truman Medical Cntr Hosp Hill
 Turnbaugh Surgical Assoc
 U.S. Renal Care Casper Dialysis
 University of Kansas Hospital dba Professional Serv of Ku
 University of Kentucky College of Dentistry
 University of Kentucky Healthcare Hospitals
 University of Kentucky Physicians
 University of Maryland Anesthesiology Associates PA
 University of Maryland Community Medical Group
 University of Maryland Community Medical Group, Inc
 University of Maryland Dermatologists PA
 University of Maryland Eye Assoc PA
 University of Maryland Medical Group Gastr
 University of Maryland Medical System Corporation

University of Maryland Radiation Oncology Assoc PA
University of Missouri Hosp
University of Utah Adult Services
University of Utah Hospitals and Clinics
University Physician Associates
University Physicians Inc
Urology Assoc. of Central MO
USA Radiology Management Solutions LLC
Van-Far Ambulance District
VEP Hutchinson Emergency Med Grp LLC
Vernon L. Goltry dba V.L. Goltry, M.D.
VHC Physician Group Cardiology
Vibra Hospital of Boise, LLC dba Vibra Hospital of Boise
Vibra Physicians LLC
Virginia Hospital Center Physicians Group LLC
Virtual Radiologic Professionals
Vision Quest Medical Center PA
Washington County Ambulance District
Washington County Memorial Hospital
Washington Oral Surgery Center LLC
Washington University School of Medicine Dept of Anesthesiology
Washington University School of Medicine Dept of Emergency Med
Washington University School of Medicine Dept of General Surgery
Washington University School of Medicine Dept of Internal Medicine
Washington University School of Medicine Dept of Neurology
Washington University School of Medicine Dept of Ophthalmology
Washington University School of Medicine Dept of Radiology
West County Radiology Grp
West Florida Radiology Associates
West Idaho Anesthesia, LLP
West Valley Medical Center
Western Maryland Regional Medical Center
Weyhrich, Darin

TCC and Professionals

Aanda Slocum
Elizabeth Frederick
Henry Snook
LaTonda Smith
Nathan Alvarez
Paris Morgan
Berry Riddell LLC
Brown Rudnick LLP
Province, LLC
Daniel Shaffer Law Office
Slater Legal PLLC
Robbins Curtin Millea & Showalter, LLC
Zwillinger Wulkan
Griffith Law Office
Huffman Wallace & Monagle, LLC

EXHIBIT C

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: TEHUM CARE SERVICES, INC., ¹ <div style="text-align: right;">Debtor.</div>	§ § § § § § §	Chapter 11 Case No. 23-90086 (CML)
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GILBERT LLP
AS SPECIAL INSURANCE COUNSEL FOR THE OFFICIAL TORT CLAIMANTS'
COMMITTEE NUNC PRO TUNC TO JULY 18, 2024**

This matter having been brought before the Court by the Official Tort Claimants' Committee (the "TCC") in the above-captioned case, upon application (the "Application")² for entry of an order (this "Order") pursuant to Section 1103(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas 2014-1 ("BLR"), authorizing the employment and retention of Gilbert LLP ("Gilbert") as special insurance counsel for the TCC, as of July 18, 2024; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the consideration of the Application and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b); and the Court having considered the Application, the accompanying declarations of Kami E. Quinn in support of the Application, and all responses or objections to the Application; and the Court being satisfied that Gilbert is a disinterested person, and does not hold or represent an interest adverse to

¹ The last four digits of the Debtor's federal tax identification number is 8853. The Debtor's service address is: 205 Powell Place, Suite 104, Brentwood, Tennessee 37027.

² Any terms not defined herein shall have the meanings ascribed to them in the Application.

the Debtor's estates with respect to any of the matters for which Gilbert is to be engaged; and the Court finding that the employment of Gilbert is necessary to the performance of the TCC's duties; and notice of this Order having been given to all parties entitled to receive notice; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby,

ORDERED, that the Application is approved, as set forth herein; and it is further,

ORDERED, that pursuant to Bankruptcy Code Sections 328 and 1103(a), the TCC is authorized to employ and retain Gilbert as its special insurance counsel as of July 18, 2024; and it is further,

ORDERED, that Gilbert shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's Chapter 11 case in compliance with Bankruptcy Code Sections 330 and 331 and applicable provisions of the Bankruptcy Rules, BLR, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court, both in connection with the Application and the interim and final fee applications to be filed by Gilbert in this Chapter 11 case. Gilbert shall not seek reimbursement from the Debtor's estates for any fees incurred in defending any of Gilbert's fee applications in this bankruptcy case. For billing purposes, Gilbert shall keep its time in one tenth (1/10) hour increments in accordance with the U.S. Trustee Guidelines. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format. Billing records will use the U.S. Trustee's standard project categories; and it is further

ORDERED, that Gilbert shall use its reasonable efforts to avoid any duplication of services provided by any of the TCC's other retained professionals in this Chapter 11 case; and it is further

ORDERED, that Gilbert shall be considered a “Professional Person” for purposes of the Final DIP Order; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 or 9014; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application, the Quinn Declaration, and this Order, the terms of this Order shall govern; and it is further

ORDERED that notice of the Application satisfies the requirements of Bankruptcy Rule 6004(a); and it is further

ORDERED that the TCC is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to any matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: July __, 2024
Houston, Texas

The Honorable Christopher M. Lopez
United States Bankruptcy Judge